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P98000030704

September 7, 1998

Sandra B. Mortham, Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed are the following documents :

1. Articles of Amendment to Articles of Incorporation of Three Puppies, Inc.
2. First Meeting of the Incorporator, Board of Directors and Shareholders of Three Puppies, Inc.
3. First Meeting of board of directors of Three Puppies, Inc.

Also enclosed is filing fee in the amount of \$35.00.

You may reach me at the below listed telephone number if there are any questions.

Sincerely,

Mary J. Stevens, President

FILED
98 SEP 10 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mary Stevens authorized
to take word initial
out of new art VII and
take out 2nd page.*

*Amend
LFT
9-18-98*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

THREE PUPPIES, INC.
A FLORIDA CORPORATION
DOCUMENT NUMBER P98000030704

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article VII-Initial Board of Directors

As written: M. Steve Linton 432 Tangerine Drive
 Sharon B. Linton Oldsmar, FL 34677

is in error.

The correct Article VII-~~Initial~~ Board of Directors

Should read: Mary J. Stevens 3831 Shore Blvd
 Larry E. Stevens Oldsmar, FL 34677

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not applicable

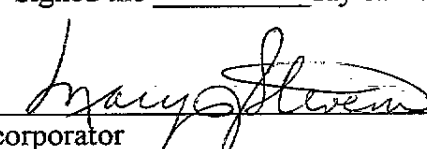
THIRD: The date of each amendment's adoption: April 2, 1998

FOURTH: Adoption of amendment

The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed the 8th day of August, 1998.

Signature


Incorporator

Mary J. Stevens, President